

Indiana Joint Asthma Coalition, Inc.

Bylaws

Adopted June 23, 2005
Revision August 28, 2006

Article I Organization

Indiana Joint Asthma Coalition, also known as InJAC, is an Indiana Non-Profit Domestic Corporation created on January 18, 2005. It operates consistent with the Indiana Nonprofit Corporation Act of 1991. It intends to be recognized by the U.S. Internal Revenue Service as a 501(c)(3) non-profit corporation operating for charitable purposes so it can be eligible to accept gifts and grants and the donor can deduct the donation from income taxes.

Article II Mission of Organization

The mission of the Indiana Joint Asthma Coalition is to:

- Focus energy and resources to achieve sustainable success in reducing the burden of asthma on the people of Indiana.
- Implement the [“Strategic Plan for Addressing Asthma in Indiana”](#);
- Work cooperatively and constructively with Indiana’s asthma program at the Indiana State Department of Health and other state agencies; and
- Provide guidance to membership on efforts to implement and revise the plan and refine its efforts.

Article III Members

Section 1 General

InJAC is an organization representing the diversity of stakeholders who have an interest in helping the organization achieve its mission as described in Article II. The goal is have participation from a wide variety of organizations and individuals who support the goals of the Plan.

Section 2 Membership Categories

InJAC will have three membership categories:

1. Organizational Members
2. Organizational Partners
3. Individual Members

Members, both Organizational and Individual, have Membership rights. Membership rights include voting privileges on InJAC decisions, resolutions, and activities.

Section 3 Organizational Members

Any organization may apply to join InJAC as an Organizational Member. Organizational members must serve on at least one committee. They have full membership rights.

To join, the organization must submit a completed Organizational Member application form developed by InJAC that:

- Provides contact information for the organization;
- Identifies an individual who will represent the organization when voting; and
- Verifies the organization's commitment to helping InJAC fulfill its mission as stated in Article II.

Section 4 Organizational Partners

Any organization may apply to join InJAC as an Organizational Partner instead of an Organizational Member. This category of membership has been established to protect Organizational Partners from any conflict that may arise between InJAC efforts/resolutions and the interests of their employer. This situation will occur most frequently when the organization, specifically, a state agency, is unwilling or unable to have formal voting rights in the organization or on a specific issue.

Organizational Partners must serve on at least one committee and are eligible to serve as committee chairs and vote on committee decisions, except those involving approval of resolutions. InJAC Organizational Partners will not have voting privileges on general InJAC activities, functions, and resolutions.

To join, the organization must submit a completed Organizational Partner application form developed by InJAC that:

- Provides contact information for the organization; and
- Verifies the organization's commitment to helping InJAC fulfill its mission as stated in Article II.
- Identifies the individual who will represent the Organizational Partner

Section 5 Individual Members

Any individual may apply to join InJAC as an Individual Member. Individual Members must serve on at least one committee. Individual Members will have full membership rights. Employees or representatives of Organizational Members and Organizational Partners may join as Individual Members if there is interest as an individual beyond the role of an Organizational Partner. This would enable the individual to represent his/her own interests in InJAC.

To join, the individual must submit a completed Individual Member application form developed by InJAC that:

- Provides contact information for the Individual Member and
- Verifies the individual's commitment to helping InJAC fulfill its mission as stated in Article II.

Section 6 Membership Fee

InJAC will not charge a fee for any individual or organization to become a member or partner.

Section 7 Participation on Committees

All members, regardless of their membership category, are expected to serve on InJAC Committees. All members of a committee have voting privileges for committee actions consistent with their membership roles.

Section 8 Membership Rights

Membership Rights involve voting on general InJAC resolutions, activities, and functions.

InJAC Individual and Organizational Members have full voting rights for all InJAC activities, functions, and resolutions.

InJAC Organizational Partners will not have voting privileges on general InJAC activities, functions, and resolutions. Organizational Partners can and are expected to vote on committee issues, other than voting on resolutions.

All members of InJAC regardless of the membership category can vote for Officers.

Section 9 Membership Meeting

The membership of InJAC shall hold a general meeting at least annually but not more than quarterly. Between these general meetings, the Executive Committee (defined in Article IV Section1) shall meet at least annually and as needed and regularly communicate to membership. All InJAC meetings, (general meetings and meetings of the Executive Committee) shall be conducted by consensus whenever possible. If consensus is not possible, decisions shall be made in a manner consistent with the latest version of Roberts Rules of Order.

Minutes of membership meetings shall be prepared and approved by the Executive Committee. The Executive Committee shall make the minutes available to InJAC's membership.

Article IV Executive Committee

Section 1 Executive Committee

The Executive Committee Officers shall consist of a President, Vice-President, Treasurer, and Secretary. The Executive Committee shall also include the chairpersons of the standing committees or their representative. The Executive Committee is responsible for:

- Managing the administrative aspects of InJAC;
- Preparing the agenda for general membership meetings;
- Taking any emergency action

A committee chair can serve as an officer.

A majority of the Executive Committee constitutes a quorum and a two-thirds majority of those present is needed to make decisions.

Section 2 Committees

In addition to the Executive Committee there will be standing committees as listed below.

In addition, initial standing committees shall consist of:

- Data and Surveillance
- Healthcare Provider
- Public Education
- Children and Youth
- Environmental Quality
- Work-Related Asthma

The Executive Committee may establish or disband Standing Committees and Ad-Hoc Committees as it deems appropriate. Any InJAC member may serve on these committees.

Section 3 Loans to Directors and Conflict of Interest

InJAC shall follow the Conflict of Interest Policy adopted by the Executive Committee pursuant to U.S. Internal Revenue Service guidelines.

Article V Officers and Agents

Section 1 Selection of Officers

Officers of the Executive Committee will come from the membership of InJAC. Nominations will be taken in the fall for the office of president, vice president, treasurer, and secretary. The Executive Committee will submit to the general membership of InJAC a slate of candidates and any additional candidates can be nominated from the floor at the winter meeting. Elections will occur at the winter meeting (December) by vote of the membership present at the general meeting, by phone at the time of the general meeting, or through electronic voting. All votes need to be submitted by the end of the winter meeting to be counted. Voting will be by ballot. In the event of a tie, a second vote will be held within the subsequent 30 days. The term of office for each position is for one year and there will be no limits on the number of terms served; however, unless there is no other candidate, the maximum number of consecutive terms will be three.

Section 2 Duties of Officers

The President shall preside at all meetings of InJAC and shall perform such other duties in a manner consistent with the Articles of Incorporation and these By-laws.

The Vice-President shall preside at all meetings of InJAC should the President be absent, removed, or resigned from the Executive Committee. Further, the Vice-President shall perform such other duties as assigned by the Executive Committee in the President's absence.

The Secretary shall have the custody and care of the corporate records of InJAC and prepare minutes of InJAC meetings.

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of InJAC. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables, which may from time to time come into the possession of InJAC. All funds of InJAC coming into the Treasurer's hands shall be immediately deposited in a reliable bank account or other depository to be designated by the Executive Committee. The Treasurer shall furnish at meetings of InJAC, or whenever requested, a statement of the financial condition of InJAC and shall perform such other duties as assigned by the Board.

Section 3 Compensation of Officers

The Executive Committee may create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion is deemed necessary, convenient or expedient for carrying out the mission for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Article VI Financial Affairs

Section 1 Contracts

The Executive Committee may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of InJAC, and such authority may be general or confined to a specific instance. Unless authorized by the Executive Committee, no officer, agent or employee shall have any power or authority to bind InJAC by any contract, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 2 Checks

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness in an amount greater than one thousand dollars (\$1,000) shall, unless otherwise directed by the Board be signed by any two of the following officers and employees who are different persons: Board President; Vice-President; Treasurer; or Secretary. Any obligations in an amount equal to or less than one thousand dollars (\$1,000) may be signed by InJAC's financial agent pursuant to a written contract.

Section 3 Investments

InJAC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive Committee.

Section 4 Fiscal Year

The fiscal year of InJAC shall begin on the first day of January of each year and end on the last day of December of each year.

Section 5 Corporate Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was an officer of the InJAC shall be indemnified by InJAC as provided in the Act.

Article VII Other Issues

Section 1 Prohibited Activities

Notwithstanding any other provision of these Bylaws, no member, officer, employee or agent of InJAC shall take any action or carry on any activity by or on behalf of InJAC not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

Section 2 Designated Representative

InJAC's Executive Committee shall designate a representative to testify before elected bodies, rulemaking bodies or other organizations. Until a designation is made, InJAC's Executive Committee President or the President's designate are the only individuals authorized to represent the organization.

Section 3 Amending the Bylaws or Articles of Incorporation

Changes to the Bylaws may be proposed by the Executive Committee at any time by a two-third's majority vote of the Executive Committee. The changes to the Bylaws must be then be approved by a two-third's majority vote of the Organizational and Individual Members at InJAC's next general meeting to take effect.

InJAC's Articles of Incorporation may only be changed by a two-third's majority vote of InJAC's Organizational and Individual Members at any of its general meetings.